

COMPANIES ACT 2006

A company limited by guarantee
Company number **NI026977**

SPECIAL RESOLUTION

Of

PORTAFERRY REGENERATION LIMITED

The following special resolution was passed by the members at the annual general meeting held electronically on **15 February 2021 via Zoom**.

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:

THAT THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE
COMPANY BE AMENDED AS FOLLOWS:

THAT THE ARTICLES OF ASSOCIATION OF THE COMPANY BE AMENDED AS
FOLLOWS:

To delete the existing article (4)(d):

(4) (d) To promote the development of artisan craft and design by increasing public awareness and appreciation of artisan arts, crafts and food by any means as the Directors shall consider appropriate;

To amend the Powers in article (5) to include the addition of:

(a) To promote the development of artisan craft and design by increasing public awareness and appreciation of artisan arts, crafts and food by any means as the Directors shall consider appropriate;

To delete the existing article (23):

(23) The Company must hold an annual general meeting once in each calendar year and not more than fifteen months may elapse between successive annual general meetings.

and to substitute with new article (23) reading as follows:

(23) The Company must hold an annual general meeting once in each calendar year and not more than fifteen months may elapse between successive annual general meetings. Annual general meetings and special general meetings may be held either electronically or in a fixed location or a hybrid of both.

To delete the existing article (28):

(28) The notice must:

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(a) specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so;

and to substitute with new article (28) reading as follows:

(28) The notice must:

(a) specify the date, time and place of the meeting and the general nature of the business to be transacted. For the avoidance of doubt, 'place' may include an electronic platform link. If the meeting is to be an annual general meeting, the notice must say so;

To delete the existing article (30):

(30) No business shall be transacted at any general meeting unless a quorum is present. A quorum is:

(a) five members, present in person or by proxy and entitled to vote upon the business to be conducted.

and to substitute with new article (30) reading as follows:

(30) No business shall be transacted at any general meeting unless a quorum is present. A quorum is:

(a) five members, present in person or by suitable electronic means or by proxy and entitled to vote upon the business to be conducted.

To delete the existing article (33):

(33) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person, or by proxy at that time shall constitute the quorum for that meeting.

and to substitute with new article (33) reading as follows:

(33) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person, or acting through an authorised representative, or by suitable electronic means or by proxy at that time shall constitute the quorum for that meeting

To delete the existing article (36):

(36) The members present in person, or by proxy, at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

and to substitute with new article (36) reading as follows:

(36) The members present in person, or by suitable electronic means or by proxy, at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

To delete the existing article (39):

(39) Decisions at general meetings shall be made by passing resolutions.

(a) Decisions involving an alteration of the articles and other decisions so required by statute shall be made by special resolution. A special resolution is one passed by a majority of not less than 75% present (in person, or by proxy) and voting at a general meeting.

(b) All other decisions shall be made by ordinary resolution requiring a simple majority of members present (in person, or by proxy) and voting.

and to substitute with new article (39) reading as follows:

(39) Decisions at general meetings shall be made by passing resolutions.

(a) Decisions involving an alteration of the articles and other decisions so required by statute shall be made by special resolution. A special resolution is one passed by a majority of not less than 75% present (in person, or acting through an authorised representative, or by suitable electronic means or by proxy) and voting at a general meeting.

(b) All other decisions shall be made by ordinary resolution requiring a simple majority of members present (in person, or acting through an authorised representative, or by suitable electronic means or by proxy) and voting.

To delete the existing article (40):

(40) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll (a formal count of votes) is demanded:

(a) by the person chairing the meeting; or

(b) by at least two members present in person, or by proxy, and having the right to vote at the meeting; or

(c) by a member or members present in person, or by proxy, representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

and to substitute with new article (40) reading as follows:

(40) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll (a formal count of votes) is demanded:

(a) by the person chairing the meeting; or

(b) by at least two members present in person, or acting through an authorised representative, or by suitable electronic means or by proxy, and having the right to vote at the meeting; or

(c) by a member or members present in person, or acting through an authorised representative, or by suitable electronic means or by proxy, representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

To delete the existing article (70):

(70) The directors shall be elected at the annual general meeting by the members present (in person, or by proxy) In order to be eligible for election to the board of directors:

and to substitute with new article (70) reading as follows:

(70) The directors shall be elected at the annual general meeting by the members present (in person, or acting through an authorised representative, or by suitable electronic means or by proxy) In order to be eligible for election to the board of directors:

SIGNED: 

Chairperson, Portaferry Regeneration Limited

DATE: 